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RECORDATION NO. 27456-5 FILED

FEB 02 '10

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

February 2, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination, dated as of December 9, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 27456

The names and addresses of the parties to the enclosed document are:

Lessor/Grantor: Handelsbanken Finans AB (publ)
Torsgatan 12
Stockholm SE-106 35
Sweden

Lessee/
Secured Party: New Jersey Transit Corporation
One Penn Plaza East, 6th Floor
Newark, NJ 07105

Chief, Section of Administration
February 2, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

37 multi-level commuter rail passenger cars bearing New Jersey Transit reporting marks within the series 7015 - 7588 as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is:

Notice of Termination.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours.

A handwritten signature in black ink, appearing to read "Edward M. Luria". The signature is fluid and cursive, with the first name "Edward" and last name "Luria" being clearly legible, and "M." as a middle initial.

Edward M. Luria

EML/bhs
Enclosures

FEB 02 '10

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SURFACE TRANSPORTATION BOARD

NOTICE OF TERMINATION

(2008-C)

THIS NOTICE OF TERMINATION is made and entered into as of this 2 day of December, 2009, by and between HANDELSBANKEN FINANS AB (publ), (556053-0841), a credit market company duly incorporated and existing under the laws of Sweden, whose registered office is at Torsgatan 12, SE-106 35 Stockholm, Sweden, as Lessor ("Lessor"), and NEW JERSEY TRANSIT CORPORATION, a body corporate and politic established in the Executive Branch of the State Government of New Jersey, having an address at One Penn Plaza East, Newark, New Jersey, 07105, as Lessee ("Lessee").

The undersigned hereby give notice, whereby:

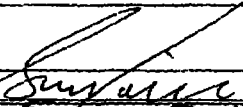
1. The Security Agreement, dated as of April 9, 2008, between the Lessor and the Lessee; and
2. The Memorandum of Replacement of Appendix 1-C, dated as of April 16, 2008, between the Lessor and the Lessee;
3. The Memorandum of Replacement of Appendix 2-C, dated as of April 22, 2008, between the Lessor and the Lessee;
4. The Memorandum of Replacement of Appendix 3-C, dated as of May 1, 2008, between the Lessor and the Lessee;
5. The Memorandum of Replacement of Appendix 4-C, dated as of May 22, 2008, between the Lessor and the Lessee;
6. The Memorandum of Replacement of Appendix 5-C, dated as of June 17, 2008, between the Lessor and the Lessee;
7. The Memorandum of Replacement of Appendix 6-C, dated as of September 12, 2008, between the Lessor and the Lessee;

have been terminated, and all security interests previously of record with the Surface Transportation Board under 49 U.S.C. Section 11301 in the railroad equipment bearing the railcar identification numbers as listed in the attached Exhibit A hereto under the aforesaid documents are terminated, released and fully discharged of record.

Signatures Contained on Following Page



IN WITNESS WHEREOF, the parties hereto have each caused this Notice of Termination to be duly executed by their respective representatives duly authorized as of the date and year first above written.

	HANDELSBANKEN FINANS AB (publ)
	By  Robert Nelson
	Name: <u>Sven Grill</u>
	Title: <u>SVP</u> <u>EVP</u>
	NEW JERSEY TRANSIT CORPORATION
	By <u>Robert Nelson</u>
	Name: <u>Robert Nelson</u>
	Title: <u>Manager, Project Finance</u>

ACKNOWLEDGEMENT

I certify that this instrument was signed by Sven Erik and Johan Ylmarinen on behalf of Handelsbanken Finans AB (publ) pursuant to a power of attorney and I acknowledge that the execution of the foregoing instrument was the free act and deed of Handelsbanken Finans AB (publ). I further declare under penalty of perjury that the foregoing is true and correct.

HANDELSBANKEN FINANS AB (publ)

By: _____

Name:

Ulla Fredriksson

Title:

General Counsel

Date:

December 3, 2007

ACKNOWLEDGEMENT

On this 27th day of January, ²⁰¹⁰2009, before me personally appeared Robert Webb, who stated that he is the person who executed the foregoing instrument as Manager, Project Finance of New JERSEY TRANSIT CORPORATION, the entity named in the foregoing instrument, and is duly authorized to act on behalf of said entity, and being informed of the contents hereof, acknowledged execution of the foregoing instrument on behalf of said entity.

Witness my hand and official seal, this 27th day of January, ²⁰¹⁰2009.

My Commission Expires: _____

Pamela Lyzack
Pamela Lyzack
Attorney - At - Law
State of New Jersey

Exhibit A

<u>Equipment Description</u>	<u>Type</u>	<u>Railcar Identification Number</u>
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7548
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7237
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7239
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7242
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7238
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7549
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7550
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7240
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7551
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7552
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7017
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7241
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7243
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7553

Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7554
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7016
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7244
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7246
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7015
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7245
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7555
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7556
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7018
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7559
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7564
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7247
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7561
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7250
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7557
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7253

Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7562
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7563
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7251
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7254
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7268
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7585
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7588

